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RECORDATION NO. 23024-M FILED

September 22, 2004

SEP 22 '04 11-40 PM

Matthew H. Kaiser
202-585-6912

Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423

SURFACE TRANSPORTATION BOARD

Dear Secretary Williams:

I am the attorney for U.S. Bank National Association, one of the parties described below. I have enclosed two originals of the document described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

This document is a Notice of Succession of Trusteeship, a secondary document, dated August 27, 2004. The primary document to which this document is connected is recorded under Recordation No. 23024.

The names and addresses of the parties to the document are as follows:

Indenture Trustee: State Street Bank and Trust Company
Goodwin Square
225 Asylum Street, 23rd Floor
Hartford, CT 06103
Attn: Corporate Trust Administration

Successor Indenture Trustee: U.S. Bank National Association
Goodwin Square
225 Asylum Street, 23rd Floor
Hartford, CT 06103
Attn: Corporate Trust Administration

A fee of \$30 is enclosed. Please cross-index this transaction as applicable. Please return a file-stamped original to me at the address on this letterhead.

There is no change in the equipment covered by the documents. A short summary of the document to appear in the index follows:

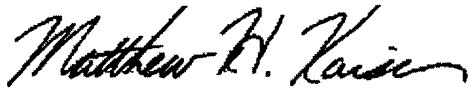
Secretary Williams
September 22, 2004
Page 2

Notice of Succession of Trusteeship, with Recordation No. 23024, dated August 27,
2004, between State Street Bank and Trust Company and U.S. Bank National
Association.

Thank you for your attention to this matter.

Very truly yours,

Thompson Coburn LLP

A handwritten signature in black ink, reading "Matthew H. Kaiser". The signature is written in a cursive, flowing style.

By
Matthew H. Kaiser

Enclosures



Corporate Trust Services
PO Box 960778
Boston, MA 02196-0778

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SEP 22 '04 11-40 PM

SURFACE TRANSPORTATION BOARD

August 27, 2004

Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423

Re: Notice of Change of Indenture Trustee

Dear Secretary Williams:


Notice is hereby given that on January 1, 2003, State Street Bank and Trust Company sold its trust business to U.S. Bank National Association.

State Street Bank and Trust Company acts as indenture trustee in several rolling stock transactions where certain of the financing instruments are filed with the Surface Transportation Board. Please amend your records with respect to the following recordation number to reflect the change of indenture trustee to U.S. Bank National Association.

RECORDATION NUMBER:	23024
INDENTURE TRUSTEE:	State Street Bank and Trust Company
SUCCESSOR INDENTURE TRUSTEE:	U.S. Bank National Association

Thank you for your assistance.

U.S. BANK NATIONAL ASSOCIATION

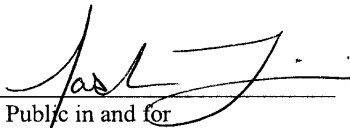
By: 
Name: Dennis J. Calabrese
Title: Senior Vice President

August 27, 2004
Page 2

ACKNOWLEDGMENT

COMMONWEALTH OF MASSACHUSETTS §
§
COUNTY OF SUFFOLK §

On this 27th day of August, 2004, before me personally appeared Dennis J. Calabrese, to me personally known, who being by me duly sworn, says that he is an authorized signatory of U.S. Bank National Association, that said instrument was signed on behalf of said national banking association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.



Notary Public in and for
the Commonwealth of Massachusetts
Joshua W. Tripi
Notary Public
My commission expires
February 7, 2008